

EXHIBIT 1

FREEDOM COURT REPORTING

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1 IN THE UNITED STATES DISTRICT COURT
2 FOR THE MIDDLE DISTRICT OF ALABAMA
3 NORTHERN DIVISION
4

5 CASE NUMBER: 2:05-CV-01083-WKW

6 TERRY HARRIS, DOROTHY

7 WATFORD, et al.,

8 Plaintiffs,

9 vs.

10 JOSEPH BORG,

11 Defendant.
12

13 S T I P U L A T I O N

14 IT IS STIPULATED AND AGREED by and
15 between the parties through their respective
16 counsel, that the videotaped deposition of
17 Terry Harris may be taken before Angela
18 Smith, RPR, CRR, at the offices of Freedom
19 Court Reporting, at 367 Valley Avenue,
20 Birmingham, Alabama 35209, on the 3rd day of
21 November, 2006.
22

23 DEPOSITION OF TERRY HARRIS

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1 Q. But you signed the statement
2 saying that you didn't have the funds
3 available. So I'm assuming that you didn't
4 have the funds available. And you just
5 said: Terry Harris didn't have the funds
6 available.

7 A. And what was your question?

8 Q. Is that correct, that you did
9 not have the funds that you could make the
10 full refund to these investors?

11 A. I just said that WBI would
12 have had the funds, and not me.

13 Q. Is it your position that
14 anything that the Alabama Securities
15 Commission did prevented WBI from having the
16 funds available to make a full refund?

17 A. Be specific. What did the
18 Alabama Securities Commission do?

19 Q. I'm asking you, Mr. Harris.
20 Do you contend that there was anything the
21 Alabama Securities Commission did that
22 prevented WBI from having the full funds to
23 make a full refund?

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1 A. Well, when the money was
2 frozen, if there were trades out there,
3 especially option trades that would expire
4 if you don't get in and do something. I
5 mean, the way options work, they have an
6 expiration date, and the closer they get
7 towards the expiration date, it loses value.

8 Q. It has no value when it
9 expires; right?

10 A. If it expires when it's out of
11 the money, it has no value. But if it's in
12 the money, it would have some value. But in
13 this situation, you have to watch options
14 every day, and they will fluctuate; they'll
15 go way up one day or they could go way down
16 the next day.

17 And if you do not have control
18 to manage that account, and if they were
19 using an online account through Schwab and
20 that has been blocked out some kind of way,
21 then, you know, you can just watch your
22 money go down the drain, because you don't
23 have any control at that point.

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1 Q. Well, let's assume --

2 A. So if that happen, and whoever
3 created the situation, where the account was
4 not available to whoever was watching those
5 options, yeah, I would say whoever did that,
6 will cause the situation where the money was
7 lost in the WBI account.

8 Q. Mr. Harris, if you had, for
9 some reason, decided in 2003: I'm tired of
10 doing this, I'm going to get out of this
11 business; I'm going to shut all the entities
12 down, are you going to try to tell the Judge
13 that there would have been enough money for
14 to you pay off the investors in full for
15 what they invested?

16 A. I didn't have control over the
17 account. I didn't know how much money was
18 in WBI.

19 Q. Was there ever enough money in
20 WBI to pay off the investors in full?

21 A. I don't know how much money
22 was in WBI.

23 Q. So, you cannot say that there

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1 was ever enough money in WBI to return to
2 the investors what they put in there?

3 A. Only thing I can say, that it
4 is clear that their money was lost when
5 people invest in options and you can't watch
6 those options, don't have control, and they
7 just go down and just they'll spiral
8 worthless. They go towards zero.

9 Q. Are you contending that there
10 was something that the Alabama Securities
11 Commission did that prevented your
12 liquidating the options before they went to
13 zero?

14 A. Whoever was watching their
15 account, and if that person cannot go into
16 the account and some options go down, they
17 start doing reverse on you, cut your losses.
18 Close them out. Then when some of them go
19 up, you cut your profit.

20 You have to do something every
21 day because options are fast. Plus, as time
22 go by, even if the stocks, the underlying
23 asset does not move, the option value still

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1 goes down if it's out of the money.

2 Q. I'm just asking you, can you
3 tell the Court that on any day in 2003, you
4 could have on your own liquidated the assets
5 of WBI and returned to the investors all of
6 their money?

7 A. I'm quite sure I can say that.
8 But as far as pinpointing a specific date, I
9 don't know.

10 Q. You acknowledge that when they
11 were liquidated, that it came up over a
12 million dollars short --

13 A. I'm surprised it wasn't more
14 than that.

15 Q. -- for returning the full
16 refund to the investors?

17 A. I'm surprised it wasn't more
18 than that. I mean, the people did good, you
19 know, considering their circumstances, to
20 just only lose a little over a million
21 dollars.

22 Q. Mr. Harris, didn't the Alabama
23 Securities Commission tell you that you

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1 A. I don't know where it was.

2 Q. The one that you were
3 directing the trades off?

4 A. Who say I was directing
5 trades?

6 Q. Are you denying to the Court
7 that you directed Charles Schwab to make
8 certain trades and buy options and do
9 things?

10 A. Give me your definition of
11 trade, then I can answer the question.

12 Q. Did anyone -- You know that
13 Wealth Builders International had an account
14 or accounts with Charles Schwab; right?

15 A. Whatever Wealth Builders did,
16 you know, I don't know what they really did.
17 I mean, they was their own separate entity.

18 Q. Was your name on those
19 accounts, Mr. Harris?

20 A. I don't know whether it was or
21 not.

22 Q. Did you set them up?

23 A. No, I didn't.

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1 Q. Who set up those accounts with
2 Schwab?

3 A. I have no idea.

4 Q. It just all --

5 A. I assume it came from the core
6 group.

7 Q. So, you assume they set up the
8 Schwab accounts?

9 A. I would assume, yeah.

10 Q. Did you not have to sign any
11 kind of documents with Schwab?

12 A. I don't recall signing
13 anything. I don't recall.

14 Q. All right. Do you -- But you
15 do know that you were -- you could call
16 Schwab and direct them to do certain things
17 with those funds, don't you?

18 A. They wouldn't do anything I
19 say. They may do what Alabama Securities
20 Commission say, but they wouldn't do nothing
21 what I say.

22 Q. Look at the Judge and the jury
23 up there and tell them that you did not tell

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1 Charles Schwab to make certain investments,
2 buy certain options, do certain things like
3 that and they did it.

4 A. Your Honor, I had absolutely
5 no control over what happened with Wealth
6 Builders International. Everything was done
7 by a core group.

8 Q. Did you hear Ms. Watford say
9 that you did the trades for Wealth Builders
10 International?

11 A. I don't care if President Bush
12 said it. I mean, you're asking me now,
13 right?

14 Q. I'm asking you. But are you
15 saying Ms. Watford is wrong, you didn't do
16 any of those trades?

17 MR. PENICK: Objection. He's
18 not here to support or tear down
19 Ms. Watford's testimony.

20 MR. DOWNEY: I can ask whether
21 he agrees or disagrees.

22 A. She was wrong about a lot of
23 stuff she said.

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1 A. I would say since there's a
2 criminal case involved here, I refuse to
3 answer that. I'm pleading the Fifth on that
4 question, and any question in that same line
5 of questioning.

6 Q. All right. Look on the second
7 page of that Exhibit Number 9 -- the third
8 page, actually. It's the second letter
9 dated February 5, 2003. And it says: The
10 accounts have been restricted, no buy orders
11 will be accepted in these accounts. Do you
12 -- Did you get that letter?

13 A. No. This went to -- 107 David
14 Green Road, also.

15 Q. Did anybody tell you that the
16 accounts had been restricted?

17 A. Obviously, they was restricted
18 some time. It was obviously restricted.

19 Q. Is that the basis on which you
20 say the accounts were frozen, that your
21 accounts have been restricted? You've
22 describe it as frozen.

23 A. Yeah. Because what happened

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1 was, Alabama Security Commission sent
2 letters to all the reps in the
3 Networker2000, saying they have frozen the
4 funds in Wealth Builders International. So
5 I would assume that this -- And what they
6 were saying was the same thing. So they
7 would have been frozen, which would mean the
8 same thing as restricted.

9 Q. Mr. Harris, I'm asking what
10 Schwab did, not what the Alabama Securities
11 Commission did. And it says: They have
12 been restricted. Did you understand that
13 Schwab restricted those accounts?

14 A. Doing what the Alabama
15 Securities Commission told them to do. They
16 were being very cooperative with the Alabama
17 Securities Commission.

18 Q. You understand that?

19 A. What?

20 Q. You understood that from your
21 attorney?

22 A. When I got that letter from
23 the Alabama Security Commission saying they

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1 have frozen the funds, then that's what I
2 understand the accounts were frozen. So now
3 I'm looking at this letter, then I would put
4 this together and relate it to saying that
5 when they say it, we're frozen, restricted
6 meant frozen.

7 Q. So, when you looked at this,
8 you thought that really means they're
9 frozen?

10 A. When I looked at this,
11 restricted really mean frozen, because
12 Alabama Security Commission sent a letter
13 saying that they have frozen the funds of
14 Wealth Builders International.

15 Q. All right. Now, you are now
16 saying that you looked at this letter?

17 A. I'm looking at it now. I see
18 this letter now.

19 Q. Okay. You say you've never
20 seen it before?

21 A. I never seen it until now.

22 Q. And no one, Mr. Barringer or
23 anybody else from Wealth Builders, or

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1 Q. Who do you believe wrote it?

2 A. It could have been written by
3 -- written by anybody.

4 Q. Who gave it to you to sign?

5 A. I don't think nobody gave it
6 to me to sign.

7 Q. How do you believe your
8 signature came to be on this letter?

9 A. I don't know. Because when is
10 this letter was sent, I was out of town.

11 Q. You know that on April 15,
12 2003, you were out of town?

13 A. I think I was in Miami at that
14 time.

15 Q. All right. This doesn't say
16 where it was mailed from.

17 A. I wouldn't have access to a
18 computer or anything to type this on. I'm
19 not sure how this letter got my signature on
20 it. I just don't -- It's been a long time
21 ago.

22 Q. All right. Irrespective of
23 the letter bearing your signature, did you,

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1 Terry Harris, tell Charles Schwab --
2 authorize it to liquidate all stock and
3 option positions in the Wealth Builders
4 International account, at market price on
5 Thursday April 17, 2003?

6 A. No. Everything that was done
7 was authorized by the Alabama Securities
8 Commission.

9 Q. I'm not talking about
10 authorized. Was this something you did,
11 whether it was authorized by them or not?

12 A. I just told you I didn't write
13 that letter.

14 Q. And I just asked you did you
15 authorize it any other way, by a telephone
16 call or otherwise?

17 A. No, I didn't. I didn't
18 authorize nothing. And nothing was in my
19 control.

20 Q. And do you understand that
21 Charles Schwab did what this letter
22 requested?

23 A. I would assume they did. I

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1 don't know. They probably did. Or they may
2 not have. I don't know. What's -- I mean,
3 what part of the letter you talking about
4 that they did?

5 Q. I'm talking about did they, on
6 Thursday, April 17, 2003, liquidate all
7 stock and option positions in the Wealth
8 Builders International account?

9 A. I don't remember if they did
10 or not.

11 Q. But you're saying today you
12 did not write this letter?

13 A. No, I did not write this
14 letter.

15 Q. And now you believe you did
16 not sign it?

17 A. I don't know whether I signed
18 it or not. I don't think I could have
19 signed this letter if I was in Miami, and I
20 didn't write it. So I'm not sure how that
21 signature get on there.

22 Q. So, Ms. Watford was also wrong
23 when she testified that you tried to send a

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1 version of this letter with a proviso on it:
2 I think this is going to cause losses?

3 A. I don't know. Only thing I
4 can say, this letter was not written by me.
5 It appears to be my signature on it. And I
6 don't understand how it could have gotten on
7 this authorization if I was not in town on
8 the date that it was done.

9 Q. What were you doing in Miami?

10 A. Vacation.

11 Q. Where did you stay down there?

12 A. I don't even remember that.
13 It might have been -- I don't know.

14 Q. In a hotel?

15 A. It had to be a hotel.

16 Q. Who was with you?

17 A. By myself.

18 Q. How long did you stay down
19 there?

20 A. I'm not sure.

21 Q. What makes you recall that you
22 were down there? You know, you have
23 difficult recalling stuff. And here we are

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1 more than three years since then, what makes
2 you recall that you were in Miami at this
3 time?

4 A. I remember getting a call from
5 Dorothy Watford saying that the Alabama
6 Securities Commission is demanding some kind
7 of authorization because they're forcing us
8 to liquidate all the funds in the account.

9 Q. And did you tell her to sign
10 your name?

11 A. I don't remember what I did.
12 I don't know how that signature get there.
13 I don't know whether she signed it or not.

14 Q. Well, now, you were the only
15 one who could authorize Charles Schwab to
16 liquidate all stock and option positions in
17 Wealth Builders International, weren't you?

18 A. I don't agree with that
19 statement. Only Alabama Securities
20 Commission could authorize anything at that
21 time because they the one that ordered
22 everything to be stopped and frozen.

23 Q. I'm asking about who had

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EXHIBIT 2

STATE OF ALABAMA
ALABAMA SECURITIES COMMISSION

AFFIDAVIT OF

REUBEN E. REDD

The undersigned, Reuben E. Redd, first being duly sworn state as follows:

I, Reuben E. Redd, am 58 years of age. I am employed as a Special Agent with the Alabama Securities Commission, Enforcement Division, 770 Washington Avenue, Suite 570, Montgomery, Alabama 36130-4700. In the course of my duties as a Special Agent, I conduct non-public investigations of alleged violations of the Alabama Securities Law and other applicable statutes. I routinely conduct interviews of alleged victims and witnesses. I also conduct financial analyses of bank and business records in an effort to prove or disprove allegations brought before the Securities Commission. In my duties as a Special Agent for the Securities Commission, I was assigned the task conducting a non-public investigation of Terry Harris, Wealth Builders International Investment Club (WBI), and Networker2000.Com (N2K).

On August 21, 2002, SA Redd received a Duty Officer Complaint from Mr. Don Emerson, P.O. Box 472191, Tulsa, OK 74147, 918-622-3156. Mr. Emerson advised that he was offered membership opportunities in N2K and investment opportunities in WBI by representatives of N2K. Mr. Emerson made investments with N2K, and WBI.

On August 22, 2002, SA Redd received a Duty Officer Inquiry from Mr. Jim Webb, 5766 Highway 61 North, Booneville, IN, 812-473-7767. Mr. Webb advised that he was offered membership opportunities in N2K and investment opportunities in WBI by representatives of N2K. Mr. Webb did not invest with N2K or WBI.

On August 22, 2002, SA Redd received a Duty Officer Inquiry from Mr. Michael Dykes, 3676 County Road 17, Louisville, AL, 334-775-7978. Mr. Dykes advised that he was offered membership opportunities in N2K, and investment opportunities in WBI by representatives of N2K. Mr. Dykes did not invest with N2K or WBI.

On September 17, 2002, Mr. Borg received an e-mail complaint from Mr. Gregory W. Spivey, 334-567-6527. Mr. Spivey called on behalf of his parents Mr. and Mrs. Winston Spivey. Mr. Spivey advised that his parents were offered membership opportunities in N2K and investment opportunities in WBI by representatives of N2K. Mr. Spivey's parents did not invest with N2K or WBI.

On October 17, 2002, the investigation of WBI was opened based on the above named Duty Officer Inquiries/Complaints received by the Commission from potential investors and investors who had invested in WBI, 107-B David Green Road, Hoover, AL 35244, or P.O. Box 55907, Birmingham, AL 355907, 205-989-7244 or 205-427-0687, and N2K, 315E 1st. Ave. North, Birmingham, AL 35206 or P.O. Box 55907, Birmingham, AL 35206, 205-836-5859 or 205-529-7584. Both of the above named companies are owned by Mr. Terry Harris.

PLAINTIFF'S
EXHIBIT

On October 17, 2002, the investigation of WBI was opened based on the following Duty Officer Inquiries/Complaints received by the Commission from potential investors and investors who had invested in WBI, 107-B David Green Road, Hoover, AL 35244, or P.O. Box 55907, Birmingham, AL 355907, 205-989-7244 or 205-427-0687, and N2K, 8315E 1st. Ave. North, Birmingham, AL: 35206 or P.O. Box 55907, Birmingham, AL 35206, 205-836-5859 or 205-529-7584. Both of the above named companies are owned by Mr. Terry Harris.

On October 21, 2002, SA Steve Brantley received a Duty Officer Complaint from Ms. Earlene Hampton, 6013 Clearbrook Drive, Northport, AL 35473, 205-330-9976, or 205-333-7820. Mrs. Hampton did not invest with N2K or WBI.

On October 30, 2002, SA Redd returned a call to Ms. Earlene Hampton, 6013 Clearbrook Drive, Northport, AL 35473, 205-330-9976, or 205-333-7820. Ms. Hampton advised that a cousin mentioned N2K and WBI as a possible investment opportunity for Hampton. Ms. Hampton called the Commission to find out if N2K and WBI are registered with the Commission. Ms. Hampton was told there is no record of registration or exemption from registration for N2K, or WBI with the Commission.

On October 30, 2002, at 6:25 pm, Mr. Terry Harris left a voice message at the Commission for SA Redd to call him regarding N2K at 205-836-5878.

On October 31, 2002, SA Redd informed Senior Special Agent John Michael Foley of Mr. Terry Harris' message. It was decided that SA Redd should return Mr. Harris' call and ask Mr. Harris if he could come up to discuss Harris' operation of N2K, and WBI.

On October 31, 2002, at 8:29 am, Mr. Terry Harris left a second message in SA Redd's voice mail to call him regarding N2K.

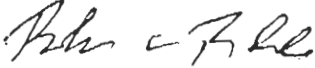
On October 31, 2002, at 8:45am, SA Redd called Mr. Terry Harris, 205-836-5878. Mr. Harris advised the following.

- 1.) On October 30, 2002, a WBI representative named Cheryl told him that a SA Redd had called Ms. Earlene Hampton asking questions about N2K, and WBI.
- 2.) N2K and WBI are both located at 8315-E, 1st. Ave. North, Birmingham, AL 35206.
- 3.) Mr. Harris agreed to meet with SA Redd at his office on Monday, November 4, 2002, at 10:30am, to discuss the operation of N2K, and WBI.

On November 4, 2002, SA Redd's meeting with Mr. Harris, 205-836-5878, was rescheduled, at Mr. Harris request, for Thursday, November 7, 2002, at 10:30am.

On November 7, 2002, SA Redd met with Mr. Terry Harris, B/M, 420-82-0629, 08/13/59, 205-836-5859. The meeting was held at N2K's office located at 8315-E, 1st. Ave. North, Birmingham, AL 35206. Mr. Harris explained the operation of N2K and WBI to SA Redd. At this time, SA Redd told Mr. Harris that he had a registration problem with WBI because Harris was acting as an investment adviser for WBI.

Further Affiant sayeth not.



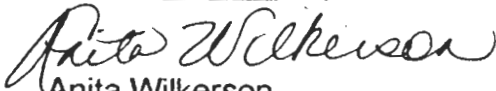
Reuben E. Redd
Special Agent

STATE OF ALABAMA)

MONTGOMERY COUNTY)

I, Anita Wilkerson, a Notary Public at large in and for the State of Alabama, hereby certify that Reuben E. Redd, whose name is signed to the foregoing Affidavit, acknowledged before me on this day that, being informed of the contents of the Affidavit, he executed the same voluntarily.

Subscribed and sworn to before me in the County of Montgomery, State of Alabama, this the 21st day of February 2006.



Anita Wilkerson
Notary Public

My Commission Expires: February 10, 2009

EXHIBIT 3

LETTER OF AUTHORIZATION

April 15, 2003

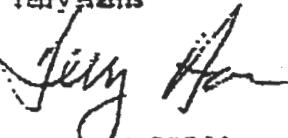
To: Charles Schwab
From: Terry Harris, President & CEO/Networker2000.com

To whom it may concern:

I, Terry Harris, President & CEO of Networker2000.com do hereby authorize Charles Schwab to liquidate all stock and option positions in the Wealth Builders International account, 8172-3879, at market price on Thursday, April 17, 2003 during the opening of the market day, around 9:30 AM EST.

If you have any questions concerning the liquidation of these positions call me at (205) 836-2910.

Terry Harris



President & CEO/Networker2000.com

EXHIBIT 4

IN THE MATTER OF:)
)
 TERRY HARRIS)
 PATRICIA MONROE TONEY)
 HULBERT VAN R BARRINGER)
 SUSAN DIANE BARRINGER)
 ANTHONY TALLEY JR)
 NETWORKER2000.COM INC.)
 Also Known As:)
 NETWORKER2000)
 WEALTH BUILDERS)
 INTERNATIONAL INVESTMENT)
 CLUB)
 Also Known As:)
 WEALTH BUILDERS)
 INTERNATIONAL INVESTMENT)
 CLUB INC)
 Also Known As:)
 INFINITY 2000 INVESTMENT)
 GROUP AND INVESTMENT CLUB)
 N2K INVESTMENT CLUB)
)
RESPONDENTS)

ADMINISTRATIVE ORDER
 NO.CD-2003-0012

CEASE AND DESIST ORDER

The Alabama Securities Commission ("Commission"), having the power to administer and provide for the enforcement of all provisions of Title 8, Chapter 6, Code of Alabama 1975, the Alabama Securities Act ("Act"), upon due consideration of the subject matter hereof, and having confirmed information of the offer and sale of securities into, within, or from the State of Alabama, has determined as follows:

RESPONDENTS

1. TERRY HARRIS ("HARRIS"), is represented to be the president/co-owner of WEALTH BUILDERS INTERNATIONAL INVESTMENT CLUB, WEALTH BUILDERS INTERNATIONAL INVESTMENT CLUB, INC., and N2K INVESTMENT CLUB, with business addresses of 107-B David Green Road, Hoover, AL 35244, and 8315-E 1st Avenue North, Birmingham, AL 35206.

2. PATRICIA MONROE TONEY ("TONEY"), is represented to be a co-owner of WEALTH BUILDERS INTERNATIONAL INVESTMENT CLUB, with business addresses of 107-B David Green Road, Hoover, AL 35244, and 8315-E 1st Avenue North, Birmingham, AL 35206.

3. HULBERT VAN R BARRINGER ("HULBERT BARRINGER"), is represented to an employee of WEALTH BUILDERS INTERNATIONAL INVESTMENT CLUB with a business address of 107-B David Green Road, Hoover, AL 35244.

4. SUSAN DIANE BARRINGER ("SUSAN DIANE BARRINGER"), is represented to an employee of WEALTH BUILDERS INTERNATIONAL INVESTMENT CLUB with a business address of 107-B David Green Road, Hoover, AL 35244.

5. ANTHONY TALLEY JR ("TALLEY"), is represented to be an employee/agent of WEALTH BUILDERS INTERNATIONAL INVESTMENT CLUB with a home address of 805 Northcrest Drive, Birmingham, AL 35235.

6. NETWORKER 2000.COM INC. ("N2K"), is represented to be an Alabama Corporation with a business address of 8315-E 1st Avenue North, Birmingham, AL 35206. N2K is also known as NETWORKER2000.

7. WEALTH BUILDERS INTERNATIONAL INVESTMENT CLUB ("WBI"), is represented to be a susidiary of N2K and a privately owned investment club with a business address of 107-B David Green Road, Hoover, AL 35244. WBI also has a business address of 8315-E 1st Avenue North, Birmingham, AL 35206. WBI has also been known as WEALTH BUILDERS INTERNATIONAL INVESTMENT CLUB, INC., and INFINITY 2000 INVESTMENT GROUP AND INVESTMENT CLUB ("INFINITY").

8. N2K INVESTMENT CLUB ("N2K INVESTMENT"), is a susidiary of N2K and represented to be a privately owned investment club with a business address of 8315-E 1st Avenue North, Birmingham, AL 35206.

STATEMENT OF FACTS

9. N2K is an internet web hosting service in which HARRIS, TONEY, HULBERT BARRINGER, SUSAN BARRINGER, and TALLEY solicited investment opportunities by the use of seminars, meetings and internet web pages. In addition to joining N2K, members who recruited three (3) other individuals to join N2K were then eligible to become members of WBI.

10. ~~The Commission is in receipt of information that HARRIS, TONEY, HULBERT BARRINGER, and SUSAN BARRINGER solicited investment opportunities in WBI a private investment club, through seminars, meetings and internet web pages. HARRIS and TONEY engaged in the offer and/or sale of investment contracts to investors, involving membership interests in WBI, that were neither registered nor exempt from registration, into within and from the state of Alabama.~~

11. HARRIS also engaged in the offer and/or sale of investment contracts to investors, involving membership interests in N2K INVESTMENT that were neither registered nor exempt from registration, into within and from the state of Alabama.

12. From December 1, 1999, through approximately August 2002, HARRIS and TONEY received INFINITY, WBI, and N2K INVESTMENT investor funds at N2K's office located in Birmingham, AL. They deposited the investor's funds either into INFINITY's Charles Schwab account, WBI's Charles Schwab account, N2K INVESTMENT Charles Schwab account, or into N2K's main business operating bank account located at AmSouth Bank Birmingham, AL.

13. Beginning January 2002, HARRIS co-mingled investor funds pertaining to INFINITY, WBI, and N2K INVESTMENT depositing them in N2K's main operating business account located at AmSouth Bank, Birmingham, AL.

14. TALLEY was employed by HARRIS to create and maintain the computer program utilized by WBI to calculate the monthly earnings of investors who invested in WBI's Charles Schwab investment accounts. Additionally, TALLEY entered the data provide to him by HARRIS into the computer program that was utilized to calculate the monthly returns of investors. TALLEY would then post the returns on the individual investor's web pages. Also, TALLEY acted as an agent of WBI by soliciting investment opportunities in WBI, through his participation in presentations conducted at seminars, and meetings.

~~15. From May 16, 2002, to present HARRIS and HULBERT BARRINGER, who have sole authority of the WBI Charles Schwab trading account, conducted securities transactions in the form of straight stock options and covered calls stock options trades, acting as account representatives of WBI without benefit of input from the investors.~~

16. From Approximately August 2002, HULBERT BARRINGER and SUSAN BARRINGER received WBI investor's funds at a Post Office Box located in Birmingham, AL. They deposited the investor's funds either into WBI's Charles Schwab account, WBI's bank account at AmSouth Bank Birmingham, AL, or into HULBERT BARRINGER's personally controlled account held at BankcorpSouth Bank, Birmingham, AL in the name of Health Quest.

17. WBI's investors relied on the expertise and managerial efforts of HARRIS and HULBERT BARRINGER to realize a profit from their WBI investments.

18. HARRIS, TONEY, HULBERT BARRINGER, and SUSAN BARRINGER acting as agents or brokers of WBI, did obtain physical control of investment funds, and placed monies from investors into securities accounts held at Charles Schwab, account number 8172-3979 in the name of WBI, and account number 4628-5537 in the name of INFINITY, thereby creating a blind pool investment fund.

19. Results from the WBI trading conducted by HARRIS and HULBERT BARRINGER would then be placed on the individual investor's web pages, which is maintained by another HARRIS owned entity known as N2K. Although an analysis of the trading accounts shows only three months of positive earnings (profits) resulting from the trades conducted by HARRIS and HULBERT BARRINGER, the computation represented to the investors on each individual web page depicts profits being realized by the investor each month, even when losses occurred in the trading accounts.

20. When returns are requested to be paid out to the investor, the actual funds were withdrawn from the Charles Schwab trading account and then placed into the WBI bank account at AmSouth Bank, Birmingham, AL, and a check was then issued to the investor. The majority of the returned funds to investors were actually monies paid into the program by previous investors, not the results of profits earned through trading by HARRIS and HULBERT BARRINGER. HARRIS and HULBERT BARRINGER are the only individuals authorized to disburse funds from this account.

21. A review of the registration files of the Commission, disclosed no record of the registration for HARRIS, TONEY, HULBERT BARRINGER, SUSAN BARRINGER, and TALLEY, as securities agents or dealers in the state of Alabama

22. A review of the registration files of the Commission, disclosed no record of registration, or exemption from registration, of the securities mentioned in paragraph 10 and 11 of WBI and N2K INVESTMENT.

CONCLUSIONS OF LAW

23. HARRIS, TONEY, HULBERT BARRINGER, and SUSAN BARRINGER, acted as securities agents and/or broker dealers of WBI, N2K, INFINITY, and N2K INVESTMENTS, by collecting funds from investors for the purpose of investing with an expectation of receiving a profit, without benefit of registration in violation of Section 8-6-3(a), Code of Alabama, 1975.

24. TALLEY offered/sold the securities of WBI, without benefit of registration in violation of Section 8-6-4(1), Code of Alabama, 1975.

25. By allowing unrealized profits to be paid to some investors by utilizing other investor funds, and by posting and/or allowing the posting of unrealized profits to the web pages belonging to the investors, HARRIS, TONEY, and TALLEY employed a device and/or scheme to defraud by engaging in a course of business which operated as a fraud or deceit upon investors in violation of Section 8-6-17(a)(1)(2)(3), Code of Alabama, 1975.

This Order does not prevent the Alabama Securities Commission from seeking such other civil or criminal remedies that are available to it under the Alabama Securities Act.

This Order is appropriate in the public interest for the protection of investors and consistent with the purpose of the Alabama Securities Act.

ACCORDINGLY, IT IS HEREBY ORDERED that **RESPONDENTS** immediately **CEASE AND DESIST** from further offers or sales of any security into, within, or from the State of Alabama.

Entered at Montgomery, Alabama, this 10th day of June, 2003.



ALABAMA SECURITIES COMMISSION
770 Washington Street, Suite 570
Montgomery, Alabama 36130-4700
BY:

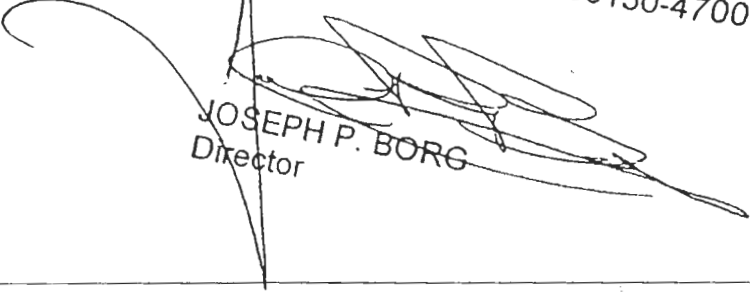

JOSEPH P. BORG
Director

EXHIBIT 5

AGREEMENT REGARDING WEALTH BUILDERS INTERNATIONAL FUNDS

This agreement made this 30 day of September, 2003, between the Alabama Securities Commission (hereinafter referred to as the "ASC" or the "Commission"), Wealth Builders International (hereafter referred to as "WBI"), Networker2000.com, Inc. and Terry Harris, regarding the transmittal of funds to investors of WBI.

1. It is agreed and understood between the parties that, between March 13, 2003 and July 14, 2003, a series of deposits were made into an escrow account controlled by the law firm of Baker, Donelson, Bearman, Caldwell & Berkowitz (formerly known as Berkowitz, Lefkowitz, Isom & Kushner and hereinafter referred to as "Baker, Donelson"). These funds were deposited into an interest bearing account controlled by Baker, Donelson with a total deposit of \$2,527,776.50. These monies represented investor funds deposited by various investors into a program run and managed by WBI. As of June 25, 2003, the law firm of Baker, Donelson withdrew from its representation of WBI and Terry Harris, but has retained possession of the investor funds, which have been deposited into an interest bearing account, the balance on July 31, 2003 being \$2,537,547.96. Baker, Donelson agreed to maintain custody and control of these funds pending joint instructions for disbursement from the Commission, WBI, and Terry Harris.

2. Terry Harris and WBI have provided to the Commission what they have represented to be a full and complete listing of all investors into the WBI program and the amount each invested. A true and correct copy of this listing is attached hereto as Exhibit



"A" and contains the names, addresses, and total investment amount of each investor. Terry Harris and WBI agree that each of these investors is entitled to receive a full refund of their investment in WBI; however, WBI and Terry Harris acknowledge that they do not have the funds available to make full refunds to each investor. The Commission has calculated a pro rata return to each of these investors, based upon the amount represented on Exhibit "A" to have been invested by the investor and the total amount of the funds held by the Baker, Donelson law firm. A true and correct copy of the agreed upon, pro rata refund to each investor is attached hereto as Exhibit "B". In making these calculations, the Commission has relied entirely upon the accuracy of the information contained in Exhibit "A".

3. Upon execution of this agreement by all parties hereto, it is agreed that Terry Harris, WBI and Networker2000.com, Inc., including any of their officers or agents, waive any claim to the funds held in escrow by Baker, Donelson. Further, it is agreed that these funds will be transferred to the Commission and that the Commission will issue reimbursement checks to each investor, based upon the information contained in Exhibit "A" and Exhibit "B" attached hereto. It is understood and agreed by all parties that these reimbursement checks will not result in a total repayment to the investor but only a partial reimbursement.

4. It is agreed that the provisions of this Agreement are strictly limited to the funds presently held in escrow by Baker, Donelson and have no impact on any pending or future administrative, civil or criminal matter by the Commission, or any other agency or individual.

5. Nothing herein shall be construed to bind or otherwise prejudice any rights any investor may have with regard to its relationship with Terry Harris or WBI.

NETWORKER2000.COM, INC.

By: Terry Harris
Its: President + CEO

WEALTH BUILDERS INTERNATIONAL

By: Terry Harris
Its: Founder

TERRY HARRIS

Terry Harris

ALABAMA SECURITIES COMMISSION

By: [Signature]
Its: Director

EXHIBIT 6

22
DX 23

STATE OF ALABAMA
ALABAMA SECURITIES COMMISSION

IN THE MATTER OF:)

TERRY HARRIS)

PATRICIA MONROE TONEY)

HULBERT VAN R. BARRINGER)

ANTHONY TALLEY, JR.)

NETWORKER2000.COM INC.)

Also Known As:)

NETWROKER2000)

WEALTH BUILDERS INTERNATIONAL)

INVESTMENT CLUB)

Also Known As:)

WEALTH BUILDERS INTERNATIONAL)

INVESTMENT CLUB INC.)

Also Known As:)

INFINITY 2000 INVESTMENT GROUP)

AND INVESTMENT CLUB)

N2K INVESTMENT CLUB)

ADMINISTRATIVE ORDER
NO. CD-2003-0012

Received 7-8-03
John N. [Signature]

VERIFIED ANSWER TO ALABAMA SECURITIES COMMISSION
CEASE AND DESIST ORDER AND REQUEST FOR HEARING PURSUANT
TO SECTION 8-6-32, CODE OF ALABAMA 1975

Now comes Respondents Terry Harris and Patricia Toney and request a hearing and or informal meeting with the Director of the Commission staff of the Alabama Securities Commission in an attempt to resolve any and all concerns raised in the Cease and Desist Order of the Commission dated June 10, 2003. This request is brought pursuant to Section 8-6-32, Code of Alabama 1975.

As early as January 2000, members of the management team of Infinity 2000 met with Ms. Susan Anderson, Deputy Director of Alabama Service Commission, along with Mr. Spencer Lee, also of the Alabama Service Commission before any entity commenced operations to seek the approval and guidance of the Commission in an attempt to avoid any problems with rules and regulations of the Alabama Service Commission. At that time, Terry Harris and Patricia Toney explained to the Deputy Director their intentions of holding educational seminars and training laboratories concerning stock options and investment strategies. During that meeting and subsequent to that meeting, at no time did any one inform Terry Harris or any member of Inifinty 2000, and subsequently Networker2000.com that his activities would be in violation of any Alabama Securities Commission rules and regulations. Moreover, Harris conducted all of his activities above board, having sought and received advice and approval of his efforts from the Alabama Securities Commission.

Prior to this meeting, at the request of Mr. Spence Lee, Infinity 2000 faxed the operating plan of Infinity titled, *Proposal for Operating Procedures for Infinity 2000 Investment Group*. This plan was in the form of a letter addressed to Mr. Spencer Lee dated January 10, 2000. Specifically, the letter stated "...I would like for you to review the proposed operation procedures for my investment group and determine

whether or not these operating procedures are legal.” The letter also requested, “If they are not legal, what are the legal requirements that must be taken care of before we can administer this type of operations?”

The letter sought further approval regarding the investment and deposit processes by “We wish to have an open investment club where new members can come in with deposits at any time and old members can withdraw their monies at any time after giving a 30 day notice. Old members can also make additional deposits to their account at any time to increase their return.”

1. Terry Harris founded of Wealth Builders International Investment Club sometime in 2002, and is not currently an owner of Wealth Builders International. Terry Harris does not currently occupy any corporate or official role in an entity known as N2K investment club.
2. Patricia Toney is Vice President of Netwroker2000 located at 8311 Suite A First Ave, North, Birmingham, Alabama. Patricia Toney does not currently hold nor has she held any position with Wealth Builders International Investment Club.

3. Upon information and belief, Hulbert Van R. Barringer was the President of Wealth Builders International Investment Club up until February 2003 with a business address of 107-B David Green Road, Hoover Alabama.
4. Upon information and belief, Susan Diane Barringer was the Treasurer of Wealth Builder International Investment Club up until February 2003 with a business address of 107-B David Green Road, Hoover Alabama.
5. Anthony Talley Jr. Was a consultant to Networker2000.com and not an employee. Upon information and belief, Mr. Talley does reside at 805 Northcrest Drive, Birmingham, Alabama 35235.
6. Networker2000.com is an Alabama corporation with a current business address of 8311 Suite A First Ave, North, Birmingham Alabama. N2K is known as Networker 2000 and also known as Netwroker2000.com. Networker2000 is a web hosting service.
7. Wealth Builders International Investment Club is not a subsidiary of N2K. Wealth Builders International is a privately owned investment club with a

business address of 107-B David Green. Upon information and belief, Wealth Builders International has not maintained a business address at 8315-E 1st Avenue North, Birmingham, Alabama 35206. Wealth Builders International has not been known as Infinity 2000 Investment Group and Investment Club (“Infinity”). Infinity 2000 was started in January 2000. At that time, Wealth Builders International Investment Club did not exist. Wealth Builders International Investment Club was founded in April 2002. The names Infinity 200 Investment Group and Wealth Builders International Investment Club have not been used interchangeably. Wealth Builders International remained a separate structured and corporate entity from Infinity 2000 Investment Group and Investment Club (“Infinity”)

8. N2K Investment Club is not a subsidiary of N2K. N2K is not a privately owned investment club with a business address of 8315-E 1st Avenue North, Birmingham, Alabama 35206. N2K is an acronym for netwroker2000. Networker2000 is an internet web hosting service.

STATEMENT OF FACTS

9. Networker2000.com (N2K) is an internet web hosting service. Terry Harris is the president and CEO of Networker2000.com. Patricia Toney is the Vice President of Netwroker2000.com. Hulbert Barringer and Susan Barringer are not corporate officers or officials of Networker2000.com. Hulbert and Susan Barringer are independent representatives of Networker2000.com. Anthony Talley is not a corporate officer or official of Networker2000.com. Anthony Talley is an independent representative of Networker2000.com. Networker2000.com is a web hosting and web design service. It provides education and training in stock options through seminars and laboratory instruction. Independent representatives were given the option to participate in certain programs offered by Wealth Builders International. However, there were other general and specific benefits available to members, including but not limited to travel vouchers, and free grocery coupons.
10. Terry Harris was not an officer with Wealth Builders International. At the invitation of Wealth Builders International, Terry Harris did conduct

educational seminars as a service to the members of Wealth Builders International. These seminars had an educational focus whereby participants were instructed on sophisticated money management strategies. The seminars are classroom styled on a volunteer basis. The objective of the educational presentations is to assist more minorities and other lower income individuals in methods of increasing their wealth. Patricia Toney did not conduct any such seminars or educational meetings.

11. Terry Harris was not an officer with Wealth Builders International. At the invitation of Wealth Builders International, Terry Harris did conduct educational seminars as a service to the members of Wealth Builders International. These seminars had an educational focus whereby participants were instructed on sophisticated money management strategies. The seminars are classroom styled on a volunteer basis. The objective of the educational presentations is to assist more minorities and other lower income individuals in methods of increasing their wealth.
12. Upon information and belief, from December 1, 1999, through August 2002, Infinity investment funds were received at 8315-E 1st Avenue North,

Birmingham, Alabama. Wealth Builders International commenced business in April 2002. Upon information and belief, investment funds for Wealth Builders International were received at Post Office 55907, Birmingham, Alabama. N2K was the name of a brokerage account for Charles Schwab. Respondents Harris and Toney did not deposit any money relating to Wealth Builders International in the Charles Schwab account. Respondents Harris and Toney did deposit monies into Infinity's Charles Schwab account.

13. Respondent Terry Harris denies that he co-mingled investor funds. Moreover, respondent Harris has consulted and discussed with representatives of the United States Securities and Exchange Commission, and the Alabama Securities Commission his business practices and activities with regard to any account that he was a signature.
14. Sometime in early 2002, respondent Harris did contact Anthony Talley and asked if he could create and maintain a computer program to calculate monthly earnings of individual investors. Upon information and belief, Anthony Talley did make such computations for Wealth Builders International. Further details of Talley's computer activities should be referenced through corporate

employees of Wealth Builders International or Mr. Talley. Respondent Harris denies that he did anything inappropriate or in violation of the Alabama Securities Commission with respect to computer transactions.

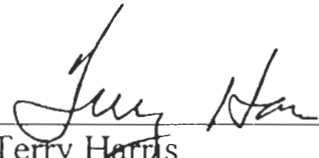
15. Respondent Harris was a signature on the Wealth Builders International Charles Schwab trading account. Harris did provide advice and consultation to Wealth Builders International as a service concerning securities transactions in the form of straight stock options and covered calls.
16. Respondents Harris and Toney are without sufficient information to respond to the allegations in paragraph 16.
17. Upon information and belief, Wealth Builders International investors relied upon multi factors in arriving at intelligent decisions regarding how to achieve a profit from their Wealth Business Investment.
18. Respondents Harris and Toney deny that they acted as agents or brokers of Wealth Builders International. Respondent Harris and Toney further deny that they obtained "physical control of investment funds," as this term is used

herein, and “placed monies from investors into securities accounts held at Charles Schwab.” Any additional information concerning paragraph 18 should be referred to the corporate officers of WBI.

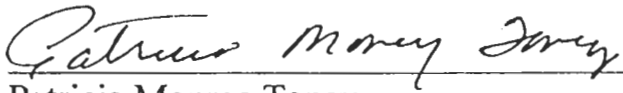
19. Upon information and belief, results were placed on an individual’s investor web page. Respondent Harris denies the remaining allegations by the Alabama Securities Commission in regard to paragraph 19. As previously referenced in correspondence from Mr. Harris to the Commission, he would be willing to meet with members of the Commission regarding the allegations in paragraph 19.
20. Upon information and belief, the info contained in paragraph 20 would have to be responded to by the corporate officers of WBI.
21. Respondents Harris and Toney are not registered. Moreover, Harris and Toney express to the Commission that they are not required by law to be registered based on their activities. Specifically, Harris and Toney engaged the Commission as early as January of 2000 to provide information and counsel to them regarding their proposed activities. Ms. Susan Anderson did not inform

Harris and Toney that they were required to be registered based on the activities they presented to the Commission.

22. See above answer to paragraph 21.



Terry Harris
Respondent



Patricia Monroe Toney
Respondent

State of Alabama
County of Jefferson

Personally came and appeared before me, the above mentioned, who acknowledged to me that he and she signed and delivered the above on the day and in the year for the purposes therein mentioned.

Given under my hand and official seal of office on this the 8 day of July, 2003.

My commission expires 4/28/06



NOTARY PUBLIC

EXHIBIT 7



JOSEPH P. BORG
Director
SUSAN R. ANDERSON
Deputy Director/General Counsel

ALABAMA SECURITIES COMMISSION

770 WASHINGTON AVE, SUITE 570
MONTCOMERY, ALABAMA 36130-4700
TELEPHONE (334) 242-2984
1-800-222-1253
FAX (334) 242-0240
E-MAIL asc@asc.state.al.us

April 1, 2003

Mr. Warren Dreher, Esquire
Charles Schwab & Company, Inc.
101 Montgomery Street
MS101 MONT 23-246
San Francisco CA 94104

Re: Wealth Builders International, Inc.

Dear Mr. Dreher:

As per our telephone discussion of March 27, 2003, the following outlines the Alabama Securities Commission's plan for liquidating the positions held by Wealth Builders International, Inc.

The Commission has agreed to a plan whereby under the supervision and coordination of Mr. Harris' attorney, Andrew Chambless of Berkowitz, Lefkowitz, Isom & Kushner, 420, 20th Street North, Suite 1600, Birmingham, Alabama, 35203, telephone 205/ 250-8314, the positions held by Wealth Builders International will be liquidated by Mr. Harris, and the funds resulting from such liquidation will be deposited into account number 8172-3979, designated as the Cash and Sweep Money Market Fund held at Charles Schwab. Upon completion of the liquidation, Charles Schwab will then be directed to transfer all funds held by Wealth Builders International, and/or any funds connected to the operation of Wealth Builders International, to a Trust Account, #84159719, held at Compass Bank, in Birmingham, Alabama, controlled by the aforementioned law firm representing Mr. Harris. When this is completed, the law firm shall, under the direction of the Alabama Securities Commission, accomplish a prorated return of funds to the involved investors. Wealth Builders International, Inc., will then cease to exist.

Prior to each position being liquidated Schwab will receive a notification letter from Mr. Chambless, approved by the Commission, allowing specific positions to be liquidated. The same process will be followed for the transfer of all funds to the Compass Bank of Alabama Trust Account.

CHAIRMAN
HAROLD B. KUSHNER
Attorney at Law
VICE CHAIRMAN
J. WRAY PEARCE
Certified Public Accountant
COMMISSIONERS
BILL PRYOR
Attorney General
ANTHONY HUMPHRIES
Superintendent of Banks
WALTER A. BELL
Commissioner of Insurance
TYRONE C. MEANS
Attorney at Law
DANIEL C. HARDMAN
Certified Public Accountant

Exhibit Two, Attachment 10

April 1, 2003
Page 2.

Thank you for your cooperation in this matter. If you have any questions, please contact me, or the case agent Reuben Redd at the above listed number.

Sincerely,

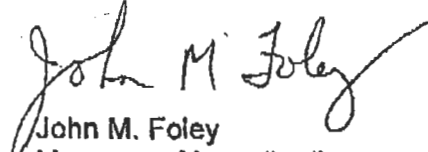

John M. Foley
Manager of Investigations

EXHIBIT 8



"Turning Dreams Into Reality"

8315-E 1st Ave N
Birmingham, AL 35206

To: The Alabama Securities Commission
From: Terry Harris, President & CEO/Networker2000.com

I am writing to you in an attempt to shed some light on my attempt to voluntarily do a quiet rescission of principal and interest earned in the investment club formally known as Wealth Builders International. I made this decision only after special agent Rueben Redd stated that we might have a registration problem. I have 8 years of experience in Law Enforcement and I do not plan to intentionally operate on the other side of the law. Enclosed you will find a copy of the plan that I submitted to Ms Suzan Anderson to get approval before I started Wealth Builders International. I understand that you have no record of this meeting but I would have never started N2K and WBI without first getting it approved by the Alabama Securities Commission.

First of all I am seeking to return all of the investor's money by transferring it into their own brokerage account at optionsXpress. Around 1100 of these new optionsXpress accounts have already been setup in anticipation of the transfer into their account. The reason the funds have not been transferred yet is because the commission put a block on the transfer from Schwab to optionsXpress. I'm sure this block was implemented for the protection of all of the members because the commission didn't know what was being attempted. I submit to you that the only reason the account was being transferred was for the purpose of giving the funds back to the members. It was to first be transferred into an escrow account at optionsXpress and then distributed from there into each member's own individual account. Immediately all of the cash would have been distributed and then the options and stock position would have been liquidated as soon as possible and then distributed later. I estimate that if I am allowed to carefully liquidate these positions so that it does not take away from the profit that has already been reported to the members, it should take around 3 months to do so. At that time the rest of the profit would be returned to the members.

I know that you are investigating me as well as Networker2000. This will not be the normal type of case that you are use to investigating. The biggest reason is because I am not motivated to do what I am doing because of money. You will find that my sincere motivation is to help people learn how to trade options out of their own individual brokerage account. N2K was built on spiritual principles rather than regular business principles. The principle that "You can never out give yourself." Therefore it is possible for me to operate N2K on just 14.3% of the \$35.00 that I receive from each web hosting service customer. The only money that I need is enough to survive off. I now realize that Van Barringer loaned his other business some money. I did not authorize this but both of the Barringers have been operating Wealth Builders International without compensation since it's existence. The plan was for them to invoice N2K and then N2K would pay their fees and expenses for operating WBI. Since the funds were taken directly out of the investor's money N2K will be responsible for replacing it to the extent of fees and expenses owed to the Barringers. The Barringers themselves should replace anything

over that amount. I also understand that because of programming problems we may have given out too much money in withdrawals to the members. And also because of the programming problems we may have reported more money than was actually earned in WBI. After we calculate the right amount in which each member is entitled then N2K would be responsible for giving him or her the full amount that was previously reported to him or her. Therefore each member would still receive everything that they believe they should receive. At that point WBI would no longer exist. N2K would implement an auto trade program through each member's account at optionsXpress. We instructed each member to fill out a limited power of attorney form allowing me to trade their account through the auto trade program at optionsXpress. This was done in error. I now understand that each member will have to fill out another limited power of attorney form that allows optionsXpress to do the trading for them. The only thing I will be doing is sending out a free newsletter to the members as well as posting it on the internet. I will also send the same newsletter to optionsXpress. Whatever member wants to participate in the auto trade program will instruct optionsXpress to trade their account based on the recommendations in my newsletter. I understand that I would not have to be a registered investment advisor in order to implement this type of auto trade program. At that point I plan to strengthen the trading lab and set up support groups so that more people will eventually learn to trade options out of their own brokerage accounts.

The following are a list of advisors that are currently participating in the same auto trade program at optionsXpress. Most of them are not registered investment advisors but simply make money off of publishing a newsletter that has stock & options recommendations.

- Shaeffer's Research
- Big Trend
- Bull Market
- The Contrarian Speculator
- Get Premium
- Investors Observer
- MrSwing
- OptionSmart
- Option Pro
- The Option Strategist
- The Oxford Club
- Profits Run
- Q-Wave
- RightLine
- Samoff's Options Hotline
- Success Trading Group
- Taking Care of Business
- Trading Expert
- Trading Tower
- Weiss Research
- X-Wave

Objectives of N2K

- To provide Independent Representatives with a life changing program with no start up fees so the average little person can have an opportunity to get out of the rat race and into the chips.
- To provide Independent Representatives with the opportunity to earn the money back that they previously lost in the stock market and programs that turned out to be scams or pyramids schemes.
- To provide Independent Representatives with a program that will supplement incomes from low paying jobs, disability or social security.
- To motivate Independent Representatives into helping others to achieve the same level of success that they enjoy.
- To motivate Independent Representatives into believing they can be a participant on Wall Street through options trading and become a winner on Wall Street.
- To motivate and assist Independent Representatives into opening up their own individual brokerage account, which will eventually allow them to make a higher percentage, return on their money than it would earn in the bank.
- To teach Independent Representatives how to trade options for free so they don't have to worry about spending the going seminar rate of \$3,000.00 to \$8,000.00.
- To provide Independent Representatives with a powerful marketing plan selling web hosting service, cell phones, local phone service, long distance phone service and ISP Internet service. This will allow them to fund their own brokerage account without it coming out of their pocket.
- To provide trading labs, seminars and support groups in order to support the beginner options trader until they gain more experience.
- To allow Independent Representatives that has not learned to trade options to participate in Networker2000.com's auto trade program.
- To provide the vehicle that makes it possible for Independent Representatives to retire earlier than the age of 65.

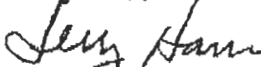
If this plan is in compliance then I will need the commission to allow the transfer to take place from Charles Schwab to optionsXpress because the investors have faithfully followed my instructions and have opened up their own brokerage account at optionsXpress and are waiting for the principle and profit that was reported in WBI to be transferred into that account. It is very important that we not liquidate any of the stock or option positions during the transfer because we are holding big stock and option positions that can cause the profit that has been already reported to the members to be lost. Because of the war, the market is very volatile and therefore chances to take profit on the positions that we are currently in will be greater then before. So it is very important that we transfer the account as soon as possible and trade these positions so that it will best benefit the members. I know your interest is for the protection of the investors and I can promise you that my main interest is the same. IBM is the heaviest held position and it went up close to 10 points and I didn't have the opportunity to trade it. The rest of the positions will hurt the investors but not as bad as IBM. I estimate that I can successfully liquidate all of the positions, including IBM, within a 3 months period of time.

MAR-20-03 THU 22:57

The following are the facts demonstrating the integrity and honesty of our program.

- Before I started N2K and WBI I met with Suzan Anderson to get the plan approved. A copy of this original plan is enclosed.
- I was the one that initiated the first contact with special agent Reuben Redd when I discovered that he had questioned some N2K reps. I set up an appointment with him a few days afterwards so that I could give him all of the information that he wanted to know about N2K and WBI.
- I have been fully cooperating with the commission ever since that first appointment with special agent Rueben Redd.
- No one has been harmed by the existence of N2K and WBI. If there were any errors made they were made in favor of the reps by giving them too much money instead shorting them.
- When special agent Rueben Redd stated that WBI might have a registration problem without hesitation I commenced to do a rescission of the member's principle and profit and dissolve WBI.
- As part of the rescission process I instructed all reps to open up their own individual optionsXpress account.
- The process of the rescission was halted when the commission blocked the transfer of money from Schwab to an escrow account that was set up at optionsXpress. Immediately all cash positions was going to be transferred from that escrow account at optionsXpress into each rep's individual optionsXpress account.
- At that point I would have had access, when convenient, to liquidate all of the options and stock positions later and then transfer the rest of the cash over to each individual account.
- The auto trade program at optionsXpress will allow me to publish a free newsletter with recommendations and then deliver it to the reps as well as optionsXpress. The same newsletter will be posted on the internet for free.
- Several publishers of newsletters are currently participating in the auto trade program at optionsXpress without being a registered investment advisor. Some of them have been participating in the auto trade program for 15 years without being a registered investment advisor. I called and talked to Rightline, (rightline.net, 1-512-458-6046), Bigtrends, (bigtrends.com, 1-800-244-8736) and several others.

Terry Harris



President & CEO/Networker2000.com

EXHIBIT 9

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N2K INTERNATIONAL

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SUSAN B. ANDERSON
Deputy Director/General Counsel

ALABAMA SECURITIES COMMISSION

770 WASHINGTON AVE, SUITE 570
MONTGOMERY, ALABAMA 36130-4700
TELEPHONE (334) 242-2984
1-800-222-1253
FAX (334) 242-0240
E-MAIL asc@asc.state.al.us

June 19, 2003

CHAIRMAN
HAROLD B. KUSHNER
Attorney at Law
VICE CHAIRMAN
J. WRAY PEARCE
Certified Public Accountant
COMMISSIONERS
BILL PRYOR
Attorney General
ANTHONY HUMPHRIES
Superintendent of Banks
WALTER A. BELL
Commissioner of Insurance
TYRONNE C. MEANS
Attorney at Law
DANIEL C. HARDMAN
Certified Public Accountant

Zion Emmanuel Williams
1117 North Lexington
Birmingham AL 35206

Dear Investor

As you are now aware the Alabama Securities Commission has frozen the funds of Wealth Builders International ("WBI") due to, among other reasons, discrepancies pertaining to the required registration as Securities Agents/Dealers of Mr. Harris, Mr. Barringer, Ms. Toney, and Wealth Builders International, Inc., with the Alabama Securities Commission. In the State of Alabama it is unlawful for any person to offer or sell any security into, within, or from this state unless that person and/or entity is registered or exempt from registration. Mr. Harris, Mr. Barringer, and Ms. Toney engaged in the business of advising others as to the value of securities or as to the advisability of investing in, purchasing, or selling securities. During the course of our investigation it was determined that investor funds were not directly invested as represented, but rather deposited into the operating accounts of Networker2000, Healthquest, Inc., or into a WBI checking account located at AmSouth Bank, in Birmingham, Alabama. Investor funds were also taken from the WBI account without notification to the investors and utilized to pay salaries of office personnel, purchase office supplies, and pay office lease payments. Further, it was determined that investor's funds were utilized to make payments to some investors in the form of represented profit earnings, which actually did not exist. Amounts that were posted to individual investor's web sites were determined to be inaccurate, and were falsely represented to reflect profits to that investor. At no time did the postings represented by WBI show a loss to the investors, when actually losses occurred in all but three months of trading. An analysis of the accounts also showed returns being paid out of the operating account of Networker2000, not WBI.

Mr. Harris allowed postings to the investor's Internet sites that misrepresented the returns being made through his trading efforts. It has not yet been determined who directly benefited from the use of investor fund, but it is evident that some individuals within the organization did so. These are possible criminal issues that may be addressed by the Commission at a later date.

To accurately account for all investors' funds, it was necessary to liquidate WBI's holdings at Charles Schwab. In order to minimize any further losses to the investors, the Commission directed WBI to place all funds in an interest bearing trust account under the strict control of the law firm Berkowitz, Lefkovits, Isom & Kushner, located in Birmingham, Alabama and under the supervision of the Commission. Therefore, we are directing Mr. Harris, and WBI, with assistance from his attorneys, to return all funds collected thus far to the investors.

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N2K INTERNATIONAL

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All costs associated with the return of the investor funds will be the responsibility of Mr. Harris, not the investors.

. As an investor in this matter you will fall into one of the two categories indicated:

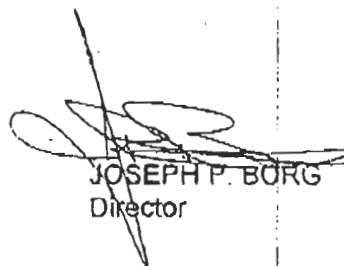
- (1) You were an investor of WBI and records indicate that you have received returns equal to, or in excess of the money you invested. In that case, you will not be receiving any of the remaining funds.
- (2) You were an investor at the time the Commission requested that the investor funds be frozen and liquidated, and are entitled to a pro rata share of the funds in question which will result in a partial repayment to you of your investment. You will receive a check directly from WBI for this amount.

Records made available to the Commission by WBI show that between September 1, 2001 and February 26, 2003, there were over 1,700 investors that deposited in excess of \$4.7 million with Mr. Harris either in WBI or an associated entity. Over \$900,000.00 has been repaid to investors represented to be profit earnings. Trading fees/losses totaled over \$1 million. Unaccounted/ misappropriated funds were in excess of \$197,000.00. The amount of funds available for disbursement totaled approximately \$2.5 million. As you can see there is less money in the accounts than would be required for all individuals to receive a 100% return of their original investment.

It is the Commission's position that you are entitled to receive the return of all of your investment, plus interest. However, WBI has represented that it is not currently able to repay this entire amount. You may wish to consult with a private attorney concerning any other possible legal remedies available to you. All questions concerning your pro rata return should be referred to Terry Harris, President of Wealth Builders International at 205/833-1313, or the Alabama Securities Commission's Enforcement Division at 1-800-222-1253. Your patience in this matter has been greatly appreciated.

Note: A copy of the Cease & Desist Order issued to Wealth Builders International can be found on line at the Alabama Securities Commission website at www.asc.state.al.us

Sincerely,



JOSEPH P. BORG
Director

EXHIBIT 10

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N2K INTERNATIONAL

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"Turning Dreams Into Reality"
8315-E 1st Avenue N
Birmingham, AL 35206

Letter of Authorization

April 15, 2003

To: Charles Schwab

From: Terry Harris, President & CEO/ Networker2000.com

To whom it may concern:

I, Terry Harris, President & CEO of Networker2000.com do hereby authorize Charles Schwab to liquidate all stock and option positions in the Wealth Builders International account, 8172-3879, at market price on Thursday, April 17, 2003 during the opening of the market day, around 9:30 AM EST.

If you have any questions concerning the liquidation of these positions call be at (205) 836-2910.

Disclaimer

I made this decision only because I have not been given access to trade this account since March 1, 2003 and I still don't have the ability to look into this account in order to determine what prices these positions were purchased at. All of our options positions except IBMDS have expired since 3-1-03 when control over this account was taken from me. IBMDS is trading now at only \$.05 per contract. This is our biggest position and the time value has seriously eroded the price of this option. This is simply the only choice that I have considering the fact that I don't have access to look into this account online and see what prices these positions were purchased at.

Terry Harris

President & CEO/Networker2000.com

EXHIBIT 11

FREEDOM COURT REPORTING

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1 IN THE UNITED STATES DISTRICT COURT
2 FOR THE MIDDLE DISTRICT OF ALABAMA
3 NORTHERN DIVISION

4
5 TERRY HARRIS and DOROTHY)

6 WATFORD, et al.,)

7 Plaintiffs,)

8 vs.) CASE NUMBER:

9 JOSEPH BORG,) 2:05-CV-1083-WKW

10 Defendant.)

ORIGINAL

11
12 DEPOSITION OF JOSEPH BORG

13 In accordance with Rule 5(d) of
14 The Alabama Rules of Civil Procedure, as
15 Amended, effective May 15, 1988, I, Cindy
16 Weldon, am hereby delivering to Henry
17 Penick, the original transcript of the oral
18 testimony taken on the 22nd day of January,
19 2007, along with exhibits.

20 Please be advised that this is the
21 same and not retained by the Court Reporter,
22 nor filed with the Court.

23
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(205) 397-2397 BIRMINGHAM, ALABAMA 1-877-373-3660

FREEDOM COURT REPORTING

Page 7

1 JOSEPH BORG,
2 after first being duly sworn, testified
3 as follows:

4 EXAMINATION BY MR. PENICK:

5 THE COURT REPORTER: Usual
6 stipulations?

7 MR. DOWNEY: Except that he would
8 like to read and sign.

9 MR. PENICK: Yes.

10 Q. Mr. Borg, for identification
11 purposes, would you give us your full name
12 and your address, please.

13 A. Sure. Joseph Phillip Borg,
14 B-O-R-G. Home address?

15 Q. Yes.

16 A. 130, Lee Lanier Road, Eclectic,
17 Alabama 36024.

18 Q. And who lives there with you?

19 A. Myself most of the time when I'm
20 not traveling.

21 Q. All right. Let me ask a little
22 bit about your background. I'd like to talk
23 about your educational background and then

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FREEDOM COURT REPORTING

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1 of --

2 Q. And at that Board, do you make a
3 report?

4 A. Yes.

5 Q. And does your report include
6 invest -- I mean enforcement activities?

7 A. It does.

8 Q. And do you bring them up-to-date
9 on that?

10 A. Yes.

11 Q. Do they have to pass or approve of
12 what you are doing in the area of
13 enforcement?

14 A. I'm not sure I understand the
15 question.

16 Q. Do they have to approve of what
17 you're doing in the area of enforcement or
18 is it just more of a reporting function that
19 they pretty much nod their head and say
20 okay, yes, that's fine?

21 A. It's more of a reporting
22 function. But the Commission gets regular
23 reports as enforcement actions happen. So

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FREEDOM COURT REPORTING

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1 if we were to take an action today or issue
2 something today, they would get a report on
3 each of the Commission's desk. There's a
4 regular routine of communication.

5 Q. Does the Commission have any veto
6 power of your enforcement action?

7 A. Of course.

8 Q. Have they ever?

9 A. I'm not sure. I can't think of
10 any.

11 Q. Who are the members of the
12 Commission at this time?

13 A. At this time, the chairman is
14 Harold Kushner from Birmingham. The vice
15 chair is Wray Pearce from Birmingham. The
16 Attorney General is a member of the
17 Commission by virtue of his office.

18 The banking commissioner by virtue
19 of his office and the insurance commissioner
20 by virtue of his office. Then we have an
21 additional CPA who is Dan Hardman. And
22 Tyrone Means is the other member who's one
23 of the attorney members of the Board. I

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FREEDOM COURT REPORTING

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1 think I gave you seven.

2 Q. Are these commissioners paid that
3 serve on this Board?

4 A. No, they are not. Only expenses.

5 Q. When you undertake an enforcement
6 action, does the Commission give you the
7 leeway to commence enforcement action before
8 you report to the Board?

9 A. That is correct.

10 Q. And is that by statute?

11 A. Rules and statute, yes.

12 Q. Now, you said you're not aware of
13 any occasion that the Commission ever vetoed
14 your enforcement action or asked you to halt
15 that enforcement action?

16 A. I don't remember any occasions
17 such as that.

18 Q. Does the enforcement action come
19 in both forms civil enforcement and criminal
20 enforcement?

21 A. Administrative, civil and
22 criminal.

23 Q. Okay. And who decides whether or

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FREEDOM COURT REPORTING

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1 not it ought to be administrative, civil or
2 criminal?

3 A. Recommendations are made by staff
4 depending on the severity of the case. The
5 final decision is mine based on whether it
6 meets the parameters of the particular cause
7 of action or statute.

8 Q. Is one type of enforcement more
9 severe than the other?

10 A. I'm not sure I understand the
11 question.

12 Q. Well, administrative, then if it's
13 not resolved administratively, it goes to
14 civil, and perhaps if it can't be resolved
15 civil, criminal would be your most severe
16 enforcement?

17 A. I would say that's probably
18 correct, though I think some of the dealers
19 think sometimes the civil is worse than the
20 criminal.

21 Q. But as for you, if you're trying
22 to gain compliance, what would be your first
23 effort?

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EXHIBIT 12

**IN THE UNITED STATES DISTRICT COURT
FOR THE MIDDLE DISTRICT OF ALABAMA
NORTHERN DIVISION**

TERRY HARRIS, et al.,

Plaintiffs,

vs.

JOSEPH BORG,

Defendant.

Case No. : 2:05CV1083-MEF

**AFFIDAVIT IN SUPPORT OF PLAINTIFFS'
SECOND MOTION TO AMEND ORIGINAL COMPLAINT**

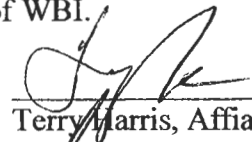
STATE OF ALABAMA
COUNTY OF JEFFERSON

Before me, the undersigned notary in and for said state and county personally appeared Terry Harris, who being known to me and being duly sworn under oath that the following facts are true and correct:

1. I am Terry Harris, a plaintiff in the above action and a member of Wealth Builders International Investment Club (hereinafter "WBI").
2. More than 900 individuals are members of WBI.
3. Wealth Builders International was managed by a core group of people. One of these individuals was Hulbert Van Barringer, a White male.
4. Barringer was listed as President of Wealth Builders in its proposed Articles of Incorporation.
5. Defendant Borg, during his investigation of Harris, Wealth Builders International, LLC and WBI, knew that Barringer had access to the WBI/Schwab Account and traded stocks and options on this account without a license.
6. Borg, as Commissioner of the Alabama Securities Commission, did not prosecute Barringer, but did prosecute me, a Black male.
7. On June 10, 2003, the Alabama Securities Commission froze funds in the WBI/Schwab account. This account contained options that had to be traded by the expiration dates. Failure to trade by the expiration dates

would result in financial losses. Once Borg froze the WBI/Schwab account, I did not have access to trade on the account, and its constituents sustained substantial financial losses.

8. The WBI/Schwab account was frozen and funds were taken by Borg without a final hearing, as required by Alabama's Administrative Procedure Act. §§41-22-12, 41-22-16, Code of Alabama (1975).
9. I was never given the opportunity to have a licensed advisor and/or broker appointed to trade the options and preserve their value, nor did Borg appoint a licensed broker to trade the account.
10. Borg willfully violated his fiduciary duty to preserve the value in the WBI/Schwab account.
11. This willful and reckless violation of his duty caused a loss and taking of property owned by me and other members of WBI.


Terry Harris, Affiant

Sworn to and subscribed by me this 2nd day of January, 2007.


NOTARY PUBLIC

My Commission Expires: 03/13/2007